

# HELM

**FINANCIAL CORPORATION**

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

April 16, 1992

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

RECORDATION NO. 16168-111 FILED 111

APR 20 1992 • 10:15 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, two (2) executed counterparts of a document entitled Partial Termination of Security Agreement executed as of March 31, 1992 ("Partial Termination"), which should be included as part of the filing recorded on January 18, 1989, Recordation No. 16168, as the next available recordation number.

The executing party to the enclosed Termination is:

The First Nation Bank of Boston ("Bank")  
100 Federal Street  
Boston, MA 02110

The Partial Termination terminates the Bank's security interest in the 65 railcars described in Exhibit A to the Partial Termination of the Security Agreement dated as of January 17, 1989 between Helm Financial Corporation and the Bank filed under ICC Recordation No. 16168 on January 18, 1989 at 10:55 AM.

A short summary of the document to appear in the ICC Index is as follows:

## "Partial Termination of Security Agreement"

Payment of the filing fee of sixteen dollars (\$16.00) is included in the enclosed check of \$112.00. Once the filing has been made, please return to bearer the stamped counterparts of the Termination of Agency and Management Agreement not needed for your files, together with fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this transmittal letter.

Sincerely,



Sharon L. Van Fossan  
Contract Administrator

svf  
Enclosures

**PARTIAL TERMINATION OF  
SECURITY AGREEMENT**

16168-88  
APR 20 1992 -10 15 AM  
INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT, dated as of March 31, 1992, by The First National Bank of Boston, a national banking association, (the "Bank"), for the benefit of Helm Financial Corporation, a California corporation ("Helm").

1. Recitals. Helm owns sixty-five railcars bearing American Association of Railroad Designation Numbers as listed on Exhibit A attached hereto (the "Units"). Helm has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral"), to the Bank upon the terms and conditions provided in that certain Security Agreement, dated as of January 17, 1989, between Helm and the Bank (the "Security Agreement") and filed at the Interstate Commerce Commission ("ICC") under Recordation No. 16168 filed on January 18, 1989 at 10:55 a.m.

Helm is planning to sell the Units to a third party as permitted by the Security Agreement and desires to do so free and clear of any lien or security interest of the Bank. Pursuant to the terms of the Security Agreement, the Bank and Helm desire to terminate the Bank's security interest in the Units.

2. Termination of Security Interest. The Bank security interest in the Units shall be and is hereby terminated upon the filing of this Partial Termination with the ICC and all of the Bank's right, title and interest in and to the Units shall and has become null and void.

This Release shall have no effect on the Bank security interest in and lien on any Collateral other than the Units and said security interest in and lien on such other Collateral is hereby reaffirmed.

IN WITNESS WHEREOF, the Bank, pursuant to due authority, has executed this Partial Termination of Security Agreement as of the date first above written.

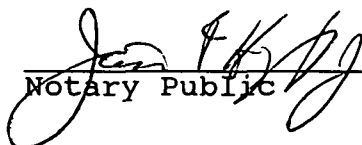
**THE FIRST NATIONAL BANK OF  
BOSTON**

By: 

Title: DIVISION EXECUTIVE

COMMONWEALTH OF MASSACHUSETTS )  
 )S  
COUNTY OF SUFFOLK )

On this 27<sup>th</sup> day of MARCH, before me, personally appeared Michael T. Yehy to me personally know, who being by me duly sworn, says that he is a Division Executive of The First National Bank of Boston, that said instrument was signed on behalf of said association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

  
Notary Public

My Commission Expires:  
\_\_\_\_\_

JAMES F. HIGGINS JR.  
Notary Public  
My Commission Expires Mar. 28, 1997

**EXHIBIT A**

<u>Equipment Description</u>	<u>Quantity</u>	<u>Equipment Nos.</u>
3,850 cubic foot, 54'7", 100-ton, high side, rotary dump gondolas built in 1968 by Dispatch Shops	65	MCHX 2102 MCHX 2201 2103 2204 2111 2205 2112 2208 2113 2016 2114 2219 2115 2220 2116 2222 2117 2223 2118 2225 2121 2227 2123 2231 2129 2233 2132 2237 2135 2241 2137 2245 2139 2249 2144 2250 2151 2256 2152 2260 2153 2261 2154 2263 2167 2264 2169 2265 2173 2269 2178 2270 2179 2673 2183 2276 2184 2277 2190 2278 2195 2280 2197 2284 2199